

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

IN RE: REALPAGE, INC., RENTAL) Case No. 3:23-md-3071
SOFTWARE ANTITRUST LITIGATION) MDL No. 3071
(NO. II))
) This Document Relates to:
) ALL CASES

**MOTION FOR LEAVE TO FILE FIRST AMENDED
CONSOLIDATED CLASS ACTION COMPLAINT**

Per Fed. R. Civ. P. 15(a)(2), MDL Multi-Family Plaintiffs respectfully move for leave to file the attached First Amended Consolidated Class Action Complaint.

On June 16, 2023, the Multi-Family Plaintiffs filed a Consolidated Class Action Complaint [DE 291] (“CAC”). On June 22, 2023, the Defendants filed a Notice addressing the number and nature of their anticipated motions to dismiss [DE 297]. Per the Court’s June 22, 2023 Order [DE 298], Plaintiffs and Defendants met and conferred about potential grounds for dismissal. To address the concerns raised by certain Defendants – in particular, the LRO Users and Thoma Bravo L.P. – the Multi-Family Plaintiffs seek leave to file their First Amended Consolidated Class Action Complaint (“FACCAC”), a draft of which Plaintiffs shared with Defendants on June 30, 2023.

In substance, the amended pleading would add additional factual allegations regarding: LRO and LRO Users’ use of the same; drop AvalonBay as a Defendant given its unique contractual arrangements with RealPage; drop Plaintiff Ms. Kramer, who rented only from AvalonBay; and, name additional Thoma Bravo entities who acquired ownership in RealPage. In compliance with Local Rule 15.01(a)(1), a signed copy of the proposed pleading is attached as **Exhibit A** hereto. Also, for the convenience of the Court and the parties, a red-lined version of the FACCAC reflecting changes made to the CAC is attached as **Exhibit B** hereto.

Under Rule 15(a)(2), a motion for leave to amend a pleading should be freely granted where justice so requires. The Multi-Family Plaintiffs seek to amend their consolidated pleading for the first time. They do so to address issues raised by Defendants in the Court-ordered meet and confer process. Plaintiffs therefore respectfully submit that the Rule 15(a)(2) standard is satisfied here.

Plaintiffs met and conferred with Defendants about the proposed First Amended Consolidated Class Action Complaint and briefing schedule. Defendants take no position on the proposed amendment and intend to file their motions to dismiss as scheduled on July 7, 2023.

Dated: July 3, 2023

/s/ Tricia R. Herzfeld

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Plaintiffs' Steering Committee Counsel for Plaintiffs

CERTIFICATE OF SERVICE

I hereby certify that on July 3, 2023, I caused the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the email addresses denoted on the Electronic Mail Notice List.

/s/ Tricia R. Herzfeld
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